

RECORDATION NO. 6415-18 FILED 1425

Chicago and North Western  
Transportation Company  
Railway

MAY 16 1994 - 11 55 AM

INTERSTATE COMMERCE COMMISSION



May 12, 1994

File: A-7854  
EOC: 0-001

0100225023

One North Western Center  
Chicago, Illinois 60606

Office of the Secretary  
312.559.5156

Mr. Sidney Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

**RE:** Conditional Sale Agreement among Bethlehem Steel Corporation, The Alton & Southern Railway Company, as Vendee, and Chicago and North Western Railway Company and Agreement and Assignment between Bethlehem Steel Corporation and John Hancock Mutual Life Insurance Company; Lease of Railroad Equipment between Chicago and North Western Railway Company and The Alton & Southern Railway Company; Collateral Assignment of Lease and Agreement between The Alton & Southern Railway Company and John Hancock Mutual Life Insurance Company as dated October 15, 1971

ICC Recordation No.: 6415

Dear Mr. Strickland:

Pursuant to Section 11303 of the Interstate Commerce Act, enclosed for recordation in relation to the above-referenced agreements are three (3) certified copies of the Certificate of Amendment of Restated Certificate of Incorporation of Chicago and North Western Transportation Company, changing the name of the corporation to Chicago and North Western Railway Company, as filed with the State of Delaware effective May 6, 1994.

Also enclosed is a check to cover the recording fee. Please assign the next available sub-file recordation number to this filing, retain one counterpart for your files and return to me the remaining counterparts with the stamped recordation data.

Sincerely,

K. A. Dombrowski  
Assistant Secretary

Enclosures

LICENSING DIVISION  
MAY 16 11 46 AM '94

**Interstate Commerce Commission**  
**Washington, D.C. 20423**

5/16/94

OFFICE OF THE SECRETARY

K.A. Dombrowski  
Assistant Secretary  
Chicago & North Western Railway Co.  
One North Western Center  
Chicago, Illinois 60606  
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions  
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,  
on 5/16/94 at 11:55am , and assigned  
recordation number(s). 6415-D

Sincerely yours,

Secretary  
SIDNEY L. STRICKLAND, JR.

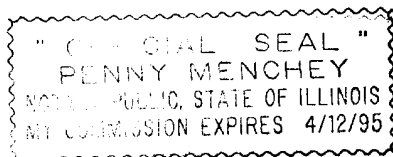
Enclosure(s)

STATE OF ILLINOIS     )  
                              )   SS.:  
COUNTY OF COOK        )

On this 12<sup>th</sup> day of May, 1994, before me personally appeared K.A. Dombrowski, to me personally known, who, by me being duly sworn, says that she is Assistant Secretary of Chicago and North Western Railway Company, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

My commission expires: April 12, 1995



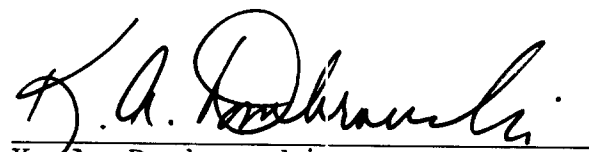
MAY 16 1994 - 11 55 AM

INTERSTATE COMMERCE COMMISSION

I, K. A. DOMBROWSKI, HEREBY CERTIFY that I am a duly elected Assistant Secretary of CHICAGO AND NORTH WESTERN RAILWAY COMPANY (formerly Chicago and North Western Transportation Company) and custodian of the records, files and corporate seal of said Company.

I FURTHER CERTIFY that the annexed and foregoing is a full, true and correct copy of the Certificate of Amendment of Restated Certificate of Incorporation of said CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY changing its name from CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY to CHICAGO AND NORTH WESTERN RAILWAY COMPANY effective at 4:59 P.M. (EST) on May 6, 1994.

WITNESS my signature and the corporate seal of said CHICAGO AND NORTH WESTERN RAILWAY COMPANY this 11<sup>th</sup> day of May A.D. 1994.

  
K. A. Dombrowski  
Assistant Secretary

(Corporate Seal)

## State of Delaware

*Office of the Secretary of State*

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I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY", CHANGING ITS NAME FROM "CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY" TO "CHICAGO AND NORTH WESTERN RAILWAY COMPANY", FILED IN THIS OFFICE ON THE FIFTH DAY OF MAY, A.D. 1994, AT 11:29 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



*William T. Quillen*

William T. Quillen, Secretary of State

0746918 8100

AUTHENTICATION: 7110441

944079404

DATE: 05-05-94

CERTIFICATE OF AMENDMENT  
OF  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY

-----  
Adopted in accordance with the provisions  
of Section 242 of the General Corporation  
Law of the State of Delaware  
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The undersigned, Robert Schmieg, President and Chief Executive Officer, and James P. Daley, Senior Vice President, General Counsel and Secretary, of Chicago and North Western Transportation Company, a corporation existing under the laws of the State of Delaware ("Corporation"), do hereby certify as follows:

FIRST: The amendment to the Corporation's Restated Certificate of Incorporation, as amended, set forth in the following resolution was consented to in writing by all of the Directors of the Corporation in lieu of a meeting and duly approved and adopted in accordance with the provisions of Section 141(f) of the General Corporation Law of the State of Delaware:

RESOLVED, that this Board of Directors hereby declares the advisability of an amendment of its Restated Certificate of Incorporation, amending and restating Article 1 thereof to read as follows:

Article 1

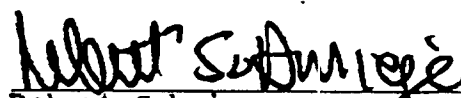
The name of the corporation is CHICAGO AND  
NORTH WESTERN RAILWAY COMPANY.

SECOND: That such amendment was thereafter consented to and duly adopted by the unanimous written consent of the sole stockholder of the Corporation entitled to vote thereon in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.


THIRD: That such amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That such amendment shall become effective at 4:59 E.S.T. on May 6, 1994.

IN WITNESS WHEREOF, Chicago and North Western Transportation Company has caused this Certificate of Amendment to be executed this 3rd day of May, 1994.

  
Robert Schmiede  
Chairman, President and  
Chief Executive Officer

ATTEST:

  
James P. Daley  
Secretary

74805